

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

CL H WINDDOWN LLC, *et al.*,¹

Debtors.

BAHRAM NOUR-OMID, an individual, and LEARNICON LLC, a Delaware limited liability company,

Plaintiffs,

v.

CL H WINDDOWN LLC f/k/a CARBONLITE HOLDINGS LLC, a Delaware limited liability company, LF INVESTMENT HOLDINGS, LLC, a Delaware limited liability company, LEON FARAHNIK, an individual, KIM JEFFERY, an individual, FARAMARZ YOUSEFZADEH, an individual, ORION ENERGY CREDIT OPPORTUNITIES FUND II, L.P., a Delaware limited partnership, ORION ENERGY CREDIT OPPORTUNITIES FUND II PV, L.P., a Delaware limited partnership, ORION ENERGY CREDIT OPPORTUNITIES FUND II GPFA, L.P., a Delaware limited partnership, FORCE TEN PARTNERS, LLC, a Delaware limited liability company, BRIAN WEISS, an individual, and DOES 1 through 50, inclusive,

Defendants.

Chapter 11

Case No. 21-10527 (JTD)
Jointly Administered

Ref. Docket No. 771

Adv. Proc. No. 21-50317 (JTD)

Ref. Adv. Docket No. 60

**ORDER APPROVING SETTLEMENT AGREEMENT AND
RELEASE WITH BAHRAM NOUR-OMID AND LEARNICON LLC
RESOLVING ADVERSARY PROCEEDING**

¹ The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: CL H Winddown LLC (8957); CL I Winddown LLC (3596); CL PH Winddown LLC (8957); CL PA Winddown LLC (5453); CL PIH Winddown LLC (8957); CL PP Winddown LLC (8957); CL RH Winddown LLC (8957); CL Sub Winddown LLC (8957); PP PA Winddown LLC (8322); CL R Winddown LLC (3727); and PSS Winddown LLC (9948).

Upon consideration of the *Debtors' Motion Pursuant to Bankruptcy Rule 9019 for Approval of Settlement Agreement and Release with Bahram Nour-Omid and Learnicon LLC Resolving Adversary Proceeding* [Docket No. 771, Adv. Docket No. 60] (the “Motion”);² and the Court finding that: (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 1334 and 157; (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b); (c) notice of the Motion and the hearing was sufficient and proper; and (d) the legal and factual bases set forth in the Motion establish just cause for the relief granted herein;

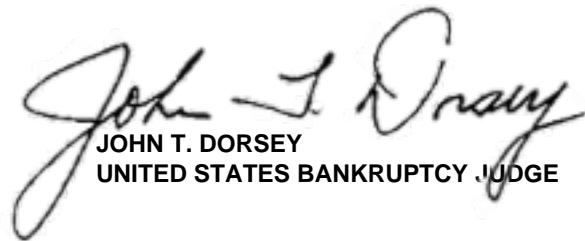
IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.
2. Pursuant to sections 105(a) and 363(b) of the Bankruptcy Code and Bankruptcy Rule 9019, the Settlement Agreement is approved in its entirety. A true and correct copy of the Settlement Agreement is attached hereto as Exhibit 1.
3. The Debtors are authorized to take any and all actions necessary to effectuate the terms of this Order and the Settlement Agreement.
4. Upon the Agreement Effective Date as to the Debtors, the Debtors’ official claims agent is authorized to modify the official claims register in these chapter 11 cases to reflect the terms of the Settlement Agreement.
5. Notwithstanding the possible applicability of Bankruptcy Rule 6004(g) or any other rule, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

² A capitalized term used but not defined herein shall have the meaning ascribed to it in the Motion.

6. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation or interpretation of this Order and the Settlement Agreement.

Dated: August 13th, 2021
Wilmington, Delaware



JOHN T. DORSEY
UNITED STATES BANKRUPTCY JUDGE